

CONRAIL



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No. ~~1111111111~~

Date NOV 18 1983

Fee \$ 10.00

FCC Washington, D.C.

November 15, 1983

RECORDATION NO. 8261-7 Filed 1425

NOV 18 1983 -12 26 PM

INTERSTATE COMMERCE COMMISSION

Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Ms. Mergenovich:

Enclosed is an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 U.S. Code.

This document is a Bill of Sale, a secondary document dated September 2, 1983. The primary document to which this is connected, a Lease, originally filed with the I.C.C. under Recordation Number 4907-A, was conveyed to Consolidated Rail Corporation by a document filed with the I.C.C. under Recordation Number 8261. The secondary document covers Equipment including 97 100-ton Covered Hopper Cars.

The names and addresses of the parties to the documents are as follows:

Williams Leasing Company
c/o Lease Financing Corporation
3 Radnor Corporate Center
Radnor, PA 19087

Lease Financing Corporation
3 Radnor Corporate Center
Radnor, PA 19087

Consolidated Rail Corporation
as successor-in-interest-to
The Reading Company
1138 Six Penn Center Plaza
Philadelphia, PA 19104

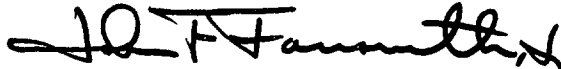
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November 15, 1983
Page 2

A fee of \$10 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

John F. Fansmith, Jr., Esq.
Consolidated Rail Corporation
Law Department
1138 Six Penn Center Plaza
Philadelphia, PA 19104

Sincerely,

A handwritten signature in black ink, appearing to read "J.F. Fansmith, Jr.", with a stylized flourish at the end.

John F. Fansmith, Jr.
Senior General Attorney

1138 Six Penn Center Plaza
Philadelphia, PA 19104
(215) 977-5036

JFF:des

Encs. (\$10 check, 2 signed agreements)

"DUPLICATE"

RECORDATION NO. 8261-7 Filed 1425

NOV 18 1983 - 12 20 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

WILLIAMS LEASING COMPANY (hereinafter called the "Seller"), in consideration of the sum of One and 00/100 Dollar (\$1.00) and other good and valuable consideration paid to it by CONSOLIDATED RAIL CORPORATION ("Purchaser"), with an address at Six Penn Center Plaza, Philadelphia, Pennsylvania 19104, does hereby grant, bargain, sell, transfer and set over unto Purchaser, its successors and assigns 100-ton Covered Hopper Cars, as more particularly described on Exhibit "A" attached hereto, which have been delivered to Purchaser.

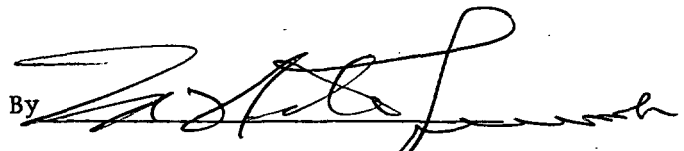
TO HAVE AND TO HOLD all and singular the railroad equipment above described to Purchaser, its successors and assigns, for its and their own use and behoof forever.

AND, the Seller hereby warrants to Purchaser, its successors and assigns, that Seller has legal title to the above described units of railroad equipment and good and lawful right to sell such units and the title to such units is free and clear of all liens, security interests and other encumbrances of any nature;

AND, the Seller covenants that it will warrant and defend such title against all claims and demands whatsoever.

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed the 2nd day of September, 1983.

WILLIAMS LEASING COMPANY

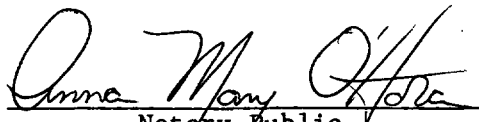
By 
Title General Partner

COMMONWEALTH OF PENNSYLVANIA)

ss.

COUNTY OF DELAWARE)

On this 2nd day of September, 1983, before me personally appeared M. Niles Edwards, to me personally known, who, being by me duly sworn, says that he is a General Partner of WILLIAMS LEASING COMPANY, a New York Limited Partnership, that he executed the foregoing as General Partner of such partnership and that his execution thereof is the free act and deed of such partnership.


Notary Public

(Notarial Seal)

My Commission Expires: May 28, 1984

ANNA MARY OHORA, Notary Public
Radnor Twp., Delaware Co.
My Commission Expires May 28, 1984

EXHIBIT A

97 100-Ton Covered Hopper Cars

<u>Present</u> <u>Unit No.</u>	<u>Original</u> <u>Unit No.</u>	<u>Present</u> <u>Unit No.</u>	<u>Original</u> <u>Unit No.</u>
CR 885389	RDG 078900	RDG 078932	RDG 078932
CR 885391	RDG 078901	RDG 078934	RDG 078934
CR 885394	RDG 078903	RDG 078935	RDG 078935
CR 885398	RDG 078906	RDG 078936	RDG 078936
CR 885403	RDG 078907	RDG 078937	RDG 078937
CR 885405	RDG 078908	RDG 078938	RDG 078938
CR 885415	RDG 078914	RDG 078940	RDG 078940
CR 885430	RDG 078923	RDG 078941	RDG 078941
CR 885432	RDG 078924	RDG 078943	RDG 078943
CR 885437	RDG 078925	RDG 078945	RDG 078945
CR 885440	RDG 078927	RDG 078946	RDG 078946
CR 885442	RDG 078929	RDG 078948	RDG 078948
CR 885443	RDG 078930	RDG 078950	RDG 078950
CR 885444	RDG 078931	RDG 078951	RDG 078951
CR 885448	RDG 078933	RDG 078952	RDG 078952
CR 885463	RDG 078942	RDG 078953	RDG 078953
CR 885473	RDG 078944	RDG 078954	RDG 078954
CR 885482	RDG 078947	RDG 078955	RDG 078955
CR 885484	RDG 078949	RDG 078957	RDG 078957
CR 885514	RDG 078960	RDG 078958	RDG 078958
CR 885516	RDG 078962	RDG 078959	RDG 078959
CR 885542	RDG 078972	RDG 078961	RDG 078961
CR 885546	RDG 078976	RDG 078963	RDG 078963
CR 885547	RDG 078977	RDG 078964	RDG 078964
CR 885548	RDG 078978	RDG 078965	RDG 078965
CR 885549	RDG 078979	RDG 078966	RDG 078966
CR 885560	RDG 078982	RDG 078967	RDG 078967
CR 885567	RDG 078983	RDG 078968	RDG 078968
CR 885588	RDG 078989	RDG 078969	RDG 078969
CR 885596	RDG 078993	RDG 078970	RDG 078970
CR 885600	RDG 078997	RDG 078971	RDG 078971
RDG 078902	RDG 078902	RDG 078973	RDG 078973
RDG 078904	RDG 078904	RDG 078974	RDG 078974
RDG 078905	RDG 078905	RDG 078975	RDG 078975
RDG 078909	RDG 078909	RDG 078980	RDG 078980
RDG 078910	RDG 078910	RDG 078981	RDG 078981
RDG 078911	RDG 078911	RDG 078984	RDG 078984
RDG 078912	RDG 078912	RDG 078985	RDG 078985
RDG 078913	RDG 078913	RDG 078986	RDG 078986
RDG 078915	RDG 078915	RDG 078987	RDG 078987
RDG 078916	RDG 078916	RDG 078988	RDG 078988
RDG 078917	RDG 078917	RDG 078990	RDG 078990
RDG 078919	RDG 078919	RDG 078991	RDG 078991
RDG 078920	RDG 078920	RDG 078992	RDG 078992
RDG 078921	RDG 078921	RDG 078994	RDG 078994
RDG 078922	RDG 078922	RDG 078995	RDG 078995
RDG 078926	RDG 078926	RDG 078996	RDG 078996
RDG 078928	RDG 078928	RDG 078998	RDG 078998
		RDG 078999	RDG 078999